

U.S. Department of Justice

Washington, DC 20530

Registration Statement**Pursuant to the Foreign Agents Registration Act of
1938, as amended****I--REGISTRANT****1. Name of Registrant**

PricewaterhouseCoopers LLP ("PwC LLP")

2. Registration No.

To be issued.

6053

3. Principal Business Address300 Madison Avenue
New York, NY 10017**4. If the registrant is an individual, furnish the following information:**

(a) Residence address(es)

NA

(b) Other business address(es), if any

NA

(c) Nationality NA

(d) Year of birth NA

(e) Present citizenship NA

(f) If present citizenship not acquired by birth, state when, where and how acquired NA

(g) Occupation NA

5. If the registrant is not an individual, furnish the following information:(a) Type of organization: Committee ☐ Association ☐ Partnership ☒ Voluntary group ☐Corporation ☐

Other (specify) _____

(b) Date and place of organization June 3, 1998, State of Delaware

(c) Address of principal office 300 Madison Avenue
New York, NY 10017

(d) Name of person in charge Robert Moritz

(e) Locations of branch or local offices See Attachment 1

(f) If a membership organization, give number of members NA

Formerly CRM-153

FORM NSD-1
Revised 03/11

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address(es)	Position	Nationality
Robert Moritz	300 Madison Avenue New York, NY 10017	Senior Partner, Chairman & CEO* *Pursuant to the firm's partnership agreement, the Senior Partner is the person vested with the authority to manage the firm's practice and business.	USA

(h) Which of the above named persons renders service directly in furtherance of the interests of any of the foreign principals?
None

(i) Describe the nature of the registrant's regular business or activity.
PwC LLP provides audit and assurance, tax, and advisory services.

(j) Give a complete statement of the ownership and control of the registrant.
As of July 18, 2011, there were a total of 2,454 partners and principals. These partners and principals comprise all of the individuals who have voting rights with respect to partnership matters and, they hold 100% of the economic interests in the firm. No individual partner or principal holds more than a 5% interest.

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address(es)	Nature of Services
Alan Chu	350 South Grand Ave. #4900 Los Angeles, CA 90071	June 2011-August 2011 • Received initial request from PwC China about the event (the China-based member firm of the PricewaterhouseCoopers global network). • Coordinated efforts of the PwC LLP team to support the event. • Will attend the event and introductory meeting to welcome Mayor Chen and his delegates to the venue.

II--FOREIGN PRINCIPAL

7. List every foreign principal¹ for whom the registrant is acting or has agreed to act.

Foreign Principal

Shenyang Municipal Government (China)

Principal Address(es)

General Office of Shenyang Municipal Government
No. 260, Shifu Road, Shenyang, China
110013

III--ACTIVITIES

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

IV--FINANCIAL INFORMATION

9. (a) **RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of your obligation to register² to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes ☐ No ☒

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.³

Foreign Principal	Date Received	Purpose	Amount
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Total

¹ The term "foreign principal" includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

² An agent must register within ten days of becoming an agent, and before acting as such.

³ A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e)).

(b) RECEIPTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁴ to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value⁵ other than money, either as compensation, or for disbursement, or otherwise? Yes ☐ No ☒

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
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10. (a) DISBURSEMENT-MONIES

During the period beginning 60 days prior to the date of your obligation to register⁶ to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☐ No ☒

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
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(b) DISBURSEMENTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁷ to the time of filing this statement, did you dispose of any thing of value⁸ other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☐ No ☒

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
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(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes ☒ No ☐

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
See Attachment 2	See Attachment 2	See Attachment 2	See Attachment 2

4, 6, 7 and 9 See Footnote 2, on page 3.

5 and 8 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

V--INFORMATIONAL MATERIALS¹⁰

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes ☒ No ☐

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal.
Shenyang Municipal Government (China)

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☒

If yes, identify each such foreign principal, specify amount and for what period of time.

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes ☐ No ☒

If yes, furnish the names and addresses of such persons or firms.

15. Activities in preparing or disseminating informational materials will include the use of the following:

- ☐ Radio or TV broadcasts ☐ Magazine or newspaper ☐ Motion picture films ☐ Letters or telegrams
☐ Advertising campaigns ☐ Press releases ☐ Pamphlets or other publications ☐ Lectures or speeches
☐ Other (specify) _____

Electronic Communications

- ☒ Email
☒ Website URL(s): Established for invitees to register for event. www.meetpwc.com/ShenyangChina
☐ Social media website URL(s): _____
☐ Other (specify) _____

16. Informational materials will be disseminated among the following groups:

- ☐ Public officials ☐ Civic groups or associations
☐ Legislators ☐ Libraries
☒ Government agencies ☒ Educational groups
☐ Newspapers ☐ Nationality groups
☐ Editors ☒ Other (specify) Firm Private Clients

17. Indicate language to be used in the informational materials:

- ☒ English ☐ Other (specify) _____

¹⁰ The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed in triplicate with an initial registration statement:

Exhibit A- This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

Exhibit B- This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

VII--EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature¹¹)

August 11, 2011

/s/ Alan Chu, PwC LLP Partner

eSigned

¹¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

PwC LLP Attachment 1, Registration Form, Question 4(e), Location of

PwC LLP Branch Offices

Birmingham, Alabama
Montgomery, Alabama
Phoenix, Arizona
Springdale, Arkansas
Little Rock, Arkansas
Irvine, California
Los Angeles, California
Sacramento, California
San Diego, California
San Francisco, California
San Jose, California
Denver, Colorado
Hartford, Connecticut
Stamford, Connecticut
Fort Lauderdale, Florida
Jacksonville, Florida
Miami, Florida
Orlando, Florida
Tampa, Florida
West Palm Beach, Florida
Atlanta, Georgia
Chicago, Illinois
Peoria, Illinois
Indianapolis, Indiana
Lexington, Kentucky
Louisville, Kentucky
New Orleans, Louisiana
Baltimore, Maryland
Boston, Massachusetts
Cambridge, Massachusetts
Detroit, Michigan
Grand Rapids, Michigan
Minneapolis, Minnesota
Kansas City, Missouri
St. Louis, Missouri
Las Vegas, Nevada
Florham Park, New Jersey
Jersey City, New Jersey
Albany, New York
Buffalo, New York
Melville, New York
New York, New York
Rochester, New York
Charlotte, North Carolina
Greensboro, North Carolina
Raleigh, North Carolina
Cincinnati, Ohio
Cleveland, Ohio
Columbus, Ohio
Toledo, Ohio
Tulsa, Oklahoma
Portland, Oregon

Harrisburg, Pennsylvania
Philadelphia, Pennsylvania
Pittsburg, Pennsylvania
Spartanburg, South Carolina
Franklin Tennessee
Austin, Texas
Dallas, Texas
Fort Worth, Texas
Houston, Texas
Salt Lake City, Utah
Ogden, Utah
Montpelier, Vermont
McLean, Virginia
Richmond, Virginia
Seattle, Washington
Washington, DC
Milwaukee, Wisconsin

PwC LLP Attachment 2, Registration Form, Question 10(c)**DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During the period beginning 60 days prior to the date of your obligation to register to the time of this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office?

PwC LLP Political Contributions: April 29, 2011 to August 11, 2011**New York Contributions***

<u>DATE</u>	<u>RECIPIENT</u>	<u>AMOUNT</u>
~4/29/11	Andrew Cuomo 2014	\$12,500
~4/29/11	NYS Democratic Assembly Campaign Committee	\$6,250
~4/29/11	NYS Democratic Senate Campaign Committee	\$3,750
~4/29/11	Republican Assembly Campaign Committee	\$1,250
~4/29/11	Friends of Silver/Sheldon Silver	\$1,250
~4/29/11	Friends for the Election of Dean Skelos	\$1,250
~4/29/11	Defrancisco Re-Election Committee	\$1,250
~4/29/11	Friends of John J. Flanagan	\$250
~4/29/11	Friends of Fuschillo	\$250
~4/29/11	Friends of Mike Gianaris	\$250
~4/29/11	Friends of Martin Golden	\$250
~4/29/11	Citizens for Hannon	\$250
~4/29/11	New Yorks for Klein	\$2,500
~4/29/11	Citizens for Larkin	\$250
~4/29/11	Citizens Committee to Re-Elect Senator Ken LaValle	\$500
~4/29/11	Friends of Senator Libous Committee (2010)	\$1,000
~4/29/11	Committee to Elect Maziarz State Senate	\$250
~4/29/11	Friends of Senator James L. Seward	\$250
~4/29/11	Friends of Toby Stavisky	\$250
~4/29/11	Zeldin for Senate	\$250
~4/29/11	People for Bing	\$1,000
~4/29/11	Friends of Deborah Glick	\$1,000
~4/29/11	Committee to Re-Elect Assemblyman Joe Morelle	\$1,000

* Includes contributions allocated to individual partners or principals.

California Contributions

<u>DATE</u>	<u>RECIPIENT</u>	<u>AMOUNT</u>
4/26/2011	Asian Pacific Sate Employees Association (APSEA) Foundation	\$1,000
5/2/2011	Asian Pacific Islander Policy Summit	\$5,000
6/14/2011	Skinner for Assembly 2012/Nancy Skinner	\$1,000
6/15/2011	Fiona Ma for Senate 2014	\$2,000
6/15/2011	Dr. Ed Hernandez OD for Senate 2014	\$2,000
6/15/2011	Mike Gatto for Assembly 2012	\$2,000
6/15/2011	Connie Conway for Assembly 2012	\$2,500
6/15/2011	Democratic State Central Committee	\$5,000
6/15/2011	Mary Hayashi for Senate 2014	\$2,000
6/16/2011	Committee for a New Economy	\$5,000
6/15/2011	Hall for Assembly 2012	\$1,000
6/16/2011	Tom Harman for Attorney General	\$1,000
6/15/2011	Kevin DeLeon for Senate 2014	\$2,500
6/15/2011	Cameron Smyth for Senate 2012	\$1,000
6/15/2011	Fletcher for Assembly 2012/Nathan Fletcher	\$2,000
6/15/2011	Charles Calderon for Assembly 2010	\$1,000

Note: The contributions listed in this attachment were contributions by PwC LLP. Information about contributions made by the PwC Political Action Committee may be found at www.fec.gov.

PwC LLP Attachment 3- Registration Form, Question 15, Informational Materials

E-Mails Sent are Attached Below: June 29, 2011 and August 10, 2011 e-mails to selected clients

URL: Link created for invited clients to register included with e-mail invitation, highlighted below.

Note: The below e-mails are the only informational materials that PwC LLP has distributed.

1. PwC LLP June 29, 2011 E-Mail to Selected Clients

Staying ahead of the trend in a fast growing economy

New Business Opportunities in Shenyang, China

Friday August 12, 2011
9:00am
PwC NYC Office
New York, NY

Dear Terrence,

PwC invites you to meet several mayoral delegates of Shenyang, China to initiate a long-term relationship for the benefit of foreign partnership expansion and investments with long term potential. Shenyang is one of China's largest growing cities for financial, retail, industrial products and manufacturing organizations. On Friday August 12th, thirteen Shenyang mayoral delegates will visit our New York PwC office to talk about the rise of economics in Shenyang, why Shenyang is an ideal city for foreign investments, and to share their recent experiences with companies which have started capitalizing on this trend.

We hope you can join us for this exciting opportunity.

Agenda:

8:30AM - Registration
9:00AM - Seminar and presentation
10:30AM - Light breakfast and networking

Location:

PwC Office
300 Madison
NY, NY 10010

Click here to register for the event-->: www.meetpwc.com/ShenyangChina

If you have any questions, please contact Tracy Dedes at 646-471-1718 or tracy.dedes@us.pwc.com.

We hope to see you there.

Sincerely,

PwC

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PricewaterhouseCoopers LLP, 300 Madison Avenue, New York, NY 10017

2. PwC LLP August 11, 2011 E-Mail to Selected Clients

Staying ahead of the trend in a growing economy

Hosted by the People's Government of Shenyang, China

**Friday August 12, 2011
9:00am
PwC NYC Office
New York, NY**

Dear George,

PwC invites you to meet several mayoral delegates of Shenyang, China to initiate a long-term relationship for the benefit of foreign partnership expansion and investments with long term potential. Shenyang is one of China's largest growing cities for financial, retail, industrial products and manufacturing organizations. This Friday August 12th, nineteen Shenyang mayoral delegates and the mayor of Shenyang will visit the New York PwC office to talk about the rise of economics in Shenyang, why Shenyang is an ideal city for foreign investments, and to share their recent experiences with companies that have started capitalizing on this trend.

We hope you can take advantage of this exciting opportunity.

Agenda:

8:30 - 9:30AM - Registration and welcome refreshments

9:30 - 11:00AM - Presentation

11:00-11:30AM - Networking

Location:

PwC Office

300 Madison

NY, NY 10010

Click here to register for the event by Thursday, August 11th--

>: www.meetpwc.com/ShenyangChina

Please note: the event will be primarily in Mandarin Chinese translated to English. Interpreters will be available during the networking hour to assist in discussions. If your clients are interested in joining PwC for a separate meeting to welcome the delegation, please contact Tracy Dedes.

If you have any questions, please contact Tracy Dedes at 646-471-1718 or tracy.dedes@us.pwc.com.

We hope to see you there.

Sincerely,

PwC

This material is distributed by PwC LLP on behalf of Shenyang Municipal Government. Consistent with the Foreign Agents Registration Act, additional information may be located on PwC LLP's Foreign Agent Registration that has been filed with the Department of Justice.

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